



DONELAN CLEARY
WOOD & MASER, P.C.

October 18, 1999

RECORDATION NO. 21989-B FILED

OCT 18 '99

1-00 PM
TS

Recordation No. 21989 - B

Dear Mr. Williams:

On behalf of Phillips Petroleum Company, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Lease Termination Certificate, ("Termination") executed as of October 18, 1999.

The parties to the enclosed Termination are:

Wilmington Trust Company, - LESSOR
as owner trustee.
1100 North Market Street
Wilmington, DE 19890

Phillips Petroleum Company - LESSEE
Fourth & Keeler
Bartlesville, OK 74004

The said Termination is a complete and full termination of that certain Memorandum of Amended and Restated Equipment Lease Agreement (Phillips Trust No. 99-1) recorded under Recordation No. 21989 and should be recorded under the next available letter under Recordation No. 21989, which letter we believe is "-B."

The units of equipment covered by the instant Termination are as identified in the Memorandum of Amended and Restated Equipment Lease Agreement (Phillips Trust No. 99-1) recorded under Recordation No. 21989.

A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

"Full termination of Memorandum of Amended and Restated Equipment Lease Agreement (Phillips Trust No. 99-1), Recordation No. 21989."

Enclosed is a check in the amount of twenty-six dollars (\$26.00) in payment of the filing fee.

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterparts to A-H-99-1

OCT 18 '99

1:00 PM

LEASE TERMINATION CERTIFICATE

Reference is made to the Amended and Restated Equipment Lease Agreement (Phillips Trust No. 99-1) dated as of January 1, 1999 and recorded by the Surface Transportation Board on January 27, 1999, under Recordation No. 21989. The Amended and Restated Equipment Lease Agreement, between Phillips Petroleum Company as lessee ("Lessee") and Wilmington Trust Company, not in its individual capacity except as expressly provided therein but solely as owner trustee and as lessor (the "Original Owner Trustee"), shall be referred to as the "Original Lease".

Pursuant to the Original Lease the Original Owner Trustee has leased the rail cars described therein (the "Equipment") to the Lessee. The Lessee and the Original Owner Trustee hereby agree that the Original Lease in respect of the Equipment is hereby terminated and shall be of no further force or effect with respect to the Equipment and the Lessee shall have no further interest in the Equipment under the Original Lease.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Termination Certificate to be duly executed and delivered as of the 18th day of October, 1999.

LESSOR:

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Original Owner Trustee

By: Name: **Donald G. MacKelcan**Title: **Vice President**

LESSEE:

PHILLIPS PETROLEUM COMPANY

By: _____

Name:

Title:

LEASE TERMINATION CERTIFICATE

Reference is made to the Amended and Restated Equipment Lease Agreement (Phillips Trust No. 99-1) dated as of January 1, 1999 and recorded by the Surface Transportation Board on January 27, 1999, under Recordation No. 21989. The Amended and Restated Equipment Lease Agreement, between Phillips Petroleum Company as lessee ("Lessee") and Wilmington Trust Company, not in its individual capacity except as expressly provided therein but solely as owner trustee and as lessor (the "Original Owner Trustee"), shall be referred to as the "Original Lease".

Pursuant to the Original Lease the Original Owner Trustee has leased the rail cars described therein (the "Equipment") to the Lessee. The Lessee and the Original Owner Trustee hereby agree that the Original Lease in respect of the Equipment is hereby terminated and shall be of no further force or effect with respect to the Equipment and the Lessee shall have no further interest in the Equipment under the Original Lease.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Termination Certificate to be duly executed and delivered as of the 18 day of October, 1999.

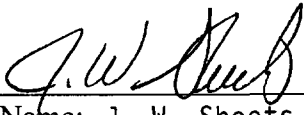
LESSOR:

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Original Owner Trustee

By: _____
Name:
Title:

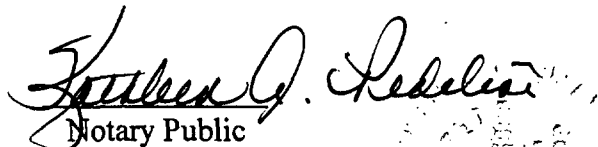
LESSEE:

PHILLIPS PETROLEUM COMPANY

By:  _____
Name: J. W. Sheets
Title: Assistant Treasurer

STATE OF Delaware)
) SS
COUNTY OF)
New Castle

On this 15th of October, 1999, before me personally appeared Donald G. Mackelcan to me personally known, who being by me duly sworn, said that he/she is VICE PRESIDENT of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

KATHLEEN A. PEDELON
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

[NOTARIAL SEAL]

My commission expires: _____

STATE OF)
) SS
COUNTY OF)

On this _____ of October, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, said that he/she is _____ of PHILLIPS PETROLEUM COMPANY, that said instrument was signed on behalf of said corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF)
) SS
COUNTY OF)

On this _____ of October, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, said that he/she is _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF OKLAHOMA)
) SS
COUNTY OF WASHINGTON

On this 13th of October, 1999, before me personally appeared J.W. Sheets, to me personally known, who being by me duly sworn, said that he/she is Asst. Treasurer of PHILLIPS PETROLEUM COMPANY, that said instrument was signed on behalf of said corporation on such day by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ann J. Anderson
Notary Public

[NOTARIAL SEAL]

My commission expires: January 6, 2001